

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

RECORDATION NO. 2/300 FILED

March 27, 1998

MAR 31 '98

1-29 PM

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 is one (1) original and four (4) photocopies of a Memorandum of Lease Agreement dated as of November 24, 1997, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: Desticon Transportation Services, Inc.
8431 160th Street, Suite 100
Surrey, British Columbia V3S 3T9
Canada

A description of the railroad equipment covered by the enclosed document is:

Forty (40) 73-foot center partition flatcars with a canted flat deck and 286,000 lbs. gross rail load bearing marks and numbers CRLE 21010 through CRLE 21049, inclusive.

Also enclosed is a payment of ~~\$24~~ ^{#26} payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return the stamped original and three stamped copies of the enclosed document to me.

RECEIVED
SURFACE TRANSPORTATION
BOARD

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Mr. Vernon A. Williams
March 27, 1998
Page 2

A short summary of the enclosed primary document to appear in the
Commission's Index is:

Memorandum of Lease Agreement for forty (40) 73-foot center partition
with a canted flat deck and 286,000 lbs. gross rail load bearing marks and
numbers CRLE 21010 through CRLE 21049, inclusive.

Sincerely,

A handwritten signature in cursive script that reads "Janet E. Johnston".

Janet E. Johnston
Assistant to the
Executive Vice President

jej
Enclosure

cc: Robert W. Alvord, Esq.

RECORDATION NO. 21300 FILED
RECORDATION NO. _____ FILED
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MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

DESTICON TRANSPORTATION SERVICES, INC. ("LESSEE")

NOVEMBER 24, 1997

Memorandum of a Lease Agreement made and entered into as of November 24, 1997 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and Desticon Transportation Services, Inc., a British Columbia corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor forty (40) Trenton-built 73-foot center partition flatcars with a canted flat deck and 286,000 lbs. gross rail load bearing marks and numbers as follows: CRLE 21010 through CRLE 21049, inclusive.
2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

LESSOR: GREENBRIER LEASING CORPORATION

By: Norrius M. Webb

Title: Executive Vice President

LESSEE: DESTICON TRANSPORTATION SERVICES, INC.

By: JADE STEVENSON

Title: PRESIDENT

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 18th day of MARCH, 1998, before me personally appeared Norrius M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of Greenbrier Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Hudson
NOTARY PUBLIC

My commission expires: 5/28/98

PROVINCE
STATE OF BRITISH COLUMBIA)
) ss.
COUNTY OF VANCOUVER)



On this 18th day of FEBRUARY, 1998, before me personally appeared JADE STEVENSON, to me personally known, who being by me duly sworn, says that he is the PRESIDENT of Desticon Transportation Services, Inc. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Timothy J. Nicholls
NOTARY PUBLIC

My commission expires: N.A.